

1     Dover market which is 50 -- we own 50 percent of  
2     it with Southwest Bell.

3             Q.     To your knowledge did Mr. Thompson or  
4     his counsel play any role in negotiating the  
5     management contract for the Atlantic City system?

6             A.     Yes, they did.

7             Q.     Can you describe the role they played?

8             A.     To the best of my knowledge, they  
9     played an equal role of what the management  
10    agreement should be.

11            Q.     Do you know if Mr. Thompson has ever  
12    expressed any dissatisfaction over the management  
13    fees?

14            A.     Yes, he has.

15            Q.     And when was this approximately, if you  
16    can recall?

17            A.     A couple months ago.

18            Q.     And what has been done, if anything?

19            A.     I think that we've agreed to lower it a  
20    percent or two.

21            Q.     Do you know what the basis of his  
22    dissatisfaction was?

23            A.     He just thought that it was high  
24    considering the size of the business.

25            Q.     How did he express his

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1 marked for identification.)

2 BY MR. WEBER:

3 Q. Do you recognize this document?

4 A. This specific document, no.

5 Q. Do you know what this document is?

6 A. This is the license agreement between  
7 Cellular One and Ellis Thompson. I've seen this  
8 standard license agreement but not this  
9 specific *(m)*

10 Q. Has the Atlantic City system entered  
11 into a license agreement with Cellular One?

12 A. They would have had to because they're  
13 using the Cellular One name, yes.

14 Q. Do you know how that decision was made?

15 A. I don't.

16 Q. You played no part in that decision?

17 A. I did not.

18 Q. Does the Atlantic City system have  
19 roaming agreements with other markets?

20 A. Yes, it does.

21 Q. Do you know how many?

22 A. I don't know the exact number, but  
23 hundreds I'm sure.

24 Q. Does the Atlantic City system have  
25 roaming agreements with all other Comcast

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1 markets?

2 A. Yes, it does.

3 Q. Is there a standard roaming contract  
4 used by Comcast with its systems?

5 A. Yes, there is.

6 Q. And is that the same roaming contract  
7 that is used in the Atlantic City system?

8 A. I believe that it is.

9 Q. Do you know if there's any differences  
10 between the roaming agreements between Atlantic  
11 City in a Comcast market and Atlantic City in a  
12 non-Comcast market?

13 A. There shouldn't be any, the only thing  
14 that would vary would be the rate. And the rates  
15 even between Atlantic City -- the only thing that  
16 would be different would be the rates.

17 Q. And how are the rates different?

18 A. The rates between Atlantic City and the  
19 neighboring markets including Vineland which we  
20 don't own are lower than the standard industry  
21 rate.

22 Q. Now, I believe Mr. Smith told us  
23 earlier that Comcast also owns a system in  
24 Aurora, is that Illinois?

25 A. Uh-huh. 

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1 Baltimore-Washington. Ellis Thompson did not  
2 agree to lower his rates with those carriers and  
3 maintained higher rates.

4 Q. So there are markets where the Atlantic  
5 City system has different roaming rates than say  
6 the Wilmington market has?

7 A. Yes, there are.

8 Q. Has Mr. Thompson ever directly given  
9 you instructions?

10 MR. GURMAN: Regarding roaming?

11 BY MR. WEBER:

12 Q. We're into a new area, just  
13 instructions in general.

14 A. <sup>Yes</sup>~~Yeah~~, he would raise questions from  
15 time to time, but not instructions.

16 Q. Has Mr. Lokting ever given you  
17 instructions?

18 A. None that I recall.

19 Q. How often are corporate meetings held  
20 for the Atlantic City system?

21 A. Quarterly generally.

22 Q. Are you typically in attendance?

23 A. Yes, I am.

24 Q. Where are these meetings held?

25 A. Most of them are held in the

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1 then would participate in any other discussions,  
2 capital, marketing, anything.

3 Q. What role does Mr. Thompson play at  
4 these meetings?

5 A. ~~You know~~, he reviews the information,  
6 asks questions, suggests, ~~you know~~, possible  
7 alternatives.

8 Q. What do you mean by suggests possible  
9 alternatives?

10 A. For example, if there's a capital plan  
11 proposed that he views as too extensive, not the  
12 amount of money that he thinks the business  
13 should spend, he'll suggest cuts.

14 Q. Is it more than suggesting cuts or does  
15 he actually say cut?

16 A. He's overruled the capital budget every  
17 year.

18 Q. Can you explain that in more detail?

19 A. Engineering may feel we need say, for  
20 example, six cell sites for coverage capacity to  
21 handle all the portable phones that are being  
22 used nowadays. And that may come to several  
23 million dollars.

24 And, ~~you know~~, Ellis will ask a lot of  
25 questions about, well, do we really need all

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1 now.

2 Q. Prior to that were you in Philadelphia?


3 A. Yes.

4 Q. Do you remember your number in  
5 Philadelphia?

6 A. No, I don't.

7 Q. I want to start a discussion about how  
8 decisions are made in the system. If any one of  
9 the offices, say engineering or budget, has a  
10 proposal, what process does that go through, if  
11 any, before it's even presented to Mr. Thompson?

12 A. It would be discussed within that  
13 applicable department; for example, engineering.  
14 It would be raised to the vice-president of  
15 engineering, Ray Dombroski, and discussed with  
16 him and then probably would include Jeff and I  
17 next, Jeff is legal, you've met Jeff, probably  
18 include us next, just a general discussion, and  
19 then it would be communicated to Jeff Thompson  
20 for further discussion and approval, Ellis  
21 Thompson.

22 Q. He goes by Jeff, though, correct? 

23 A. Yes, that's what we ~~used~~ to call him.

24 Q. Do all proposals have to go through you  
25 prior to going to Mr. Thompson?

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1 if it was under \$5,000, he didn't have to sign it  
2 as long as it was within budget and it had been  
3 approved.

4 He was to sign anything over \$5,000  
5 except for certain recurring items that happened  
6 month after month after month, like commissions  
7 to the agents, roamer payments to the other  
8 carriers, that sort of thing, it was within the  
9 contract, it was routine. For those items the  
10 limit was \$25,000 and anything over ~~\$~~25,000, on  
11 each of those, he did have to sign. And recently  
12 we upped the limit on commissions to agents to  
13 ~~\$~~100,000 because of the significant increase in  
14 volume of business that's happened recently.

15 MR. GURMAN: When you say we upped it?

16 THE WITNESS: He did, I mean it was  
17 with his approval. We requested it because it  
18 made business sense because we were just sending  
19 more and more checks. And actually there was  
20 discussion on that, we had asked for more items,  
21 we had asked for all recurring items to be raised  
22 ~~\$~~100,000, and he only approved commissions.

23 BY MR. WEBER:

24 Q. The other recurring items are still at  
25 ~~\$~~25,000?

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1 A. That's correct.

2 Q. You mentioned the roaming rates, the  
3 payment under the roaming agreements. What are  
4 the other recurring --

5 A. The only other items that might fall  
6 into that category would be like an interconnect  
7 telephone bill.

8 Q. What about lease payments?

9 A. They would generally be less than  
10 \$5,000, although the office building -- the sales  
11 office might be within that category.

12 MR. GURMAN: Could you repeat that  
13 question about roamer agreements.

14 MR. WEBER: The payments under the  
15 roaming agreements were one of the recurring  
16 rates or recurring amounts. What is it you  
17 want? Do we need to go off the record?

18 MR. GURMAN: Off the record.

19 (Discussion off the record.)

20 MR. WEBER: We can go back on the  
21 record.

22 THE WITNESS: By just looking at this,  
23 one of the other items is inventory purchases,  
24 that is a normal recurring payment.

25 BY MR. WEBER:

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1 Q. And what are inventory purchases?

2 A. We purchase phones that are then in  
3 turn sold to customers. And they're purchased in  
4 bulk so the bills ~~may~~ fall into that category.

5 Q. Who currently has signing authority for  
6 checks.

7 A. The names of people?

8 Q. Yes.

9 A. Ellis Thompson, myself, Anna Hillman,  
10 John Moerman, the general manager in Wilmington,  
11 and it would be the controller, but right now  
12 there's a new controller, I don't know if he's a  
13 signer yet.

14 Q. And who is that?

15 A. He's been there a week, I can't even  
16 remember his name. It was Ron Andes prior to  
17 that.

18 Q. Does Mr. Moir have signing authority?

19 A. Yes, he does.

20 Q. Mr. Ruth?

21 A. He's no longer with the division.

22 Q. Did he when he was previously in the  
23 division?

24 A. Yes, he was the controller at one  
25 time. He is now in the cable division. Actually

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1 Q. Does Ellis Thompson Corporation own any  
2 of the sites on which they have antennas?

3 A. Not that I'm aware of. I believe they  
4 lease them all.

5 Q. Does Comcast own any of the sites on  
6 which the Atlantic City system uses for a cell  
7 site?

8 A. No.

9 MR. WEBER: I'd like to have this  
10 marked as Hillman Exhibit 7, it's a one-page  
11 letter dated June 23, 1993, with attachments.

12 (Hillman Exhibit No. 7 was  
13 marked for identification.)

14 BY MR. WEBER:

15 Q. Do you recognize this document?

16 A. Yes, I do.

17 Q. And can you tell us what it is?

18 A. It's a request from Dave Watson,  
19 Comcast <sup>SALES</sup> vice-president of sales and marketing, to  
20 Ellis Thompson, care of David Lokting, for  
21 approval on a proposed rate plan change in  
22 Atlantic City.

23 Q. Did you play any role in the  
24 discussions regarding the recommendation for a  
25 rate change?

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1 Comcast?

2 A. Yes, they are.

3 Q. At this time did Comcast rent out radio  
4 channels to any other cellular carriers?

5 A. No one was in the same position.

6 Q. Is that your handwriting at the top of  
7 the page?

8 A. Yes, it is.

9 Q. And you're making a note to Mr. Ruth  
10 and Mr. Panetta?

11 A. Uh-huh. 

12 Q. And what are you telling them?

13 A. Just to make sure that this gets billed  
14 on a timely basis.

15 MR. WEBER: I'd like to have this  
16 marked as Hillman Exhibit 10. It is a one-page  
17 memo dated October 2, 1991, with the Bates stamp  
18 AM 143908.

19 (Hillman Exhibit No. 10 was  
20 marked for identification.)

21 BY MR. WEBER:

22 Q. Do you recognize this memo?

23 A. Yes, I do.

24 Q. Is this your handwriting at the bottom?

25 A. Yes, it is.

1 Q. Who is Brian Gibbons?

2 A. He was the new vice-president of sales  
3 and marketing.

4 Q. He is no longer with Comcast?


5 A. He is in the international division now  
6 with Comcast.

7 Q. And your reference to Jeff and David,  
8 is that Mr. Thompson and Mr. Lokting?

9 A. Yes, it is.

10 Q. And why are you telling Mr. Gibbons  
11 that this should be preapproved by Mr. Thompson  
12 and Mr. Lokting?

13 A. Because Brian was new with the company  
14 at the time and neglected to seek proper approval  
15 on this change.

16 Q. And was there any follow-up to your  
17 handwritten note? 

18 A. Yeah, I would have made sure that it  
19 was handled properly. And I believe that it was  
20 handled properly.

21 Q. Do you recall speaking to Mr. Brian  
22 Gibbons directly about this?

23 A. Yes, I do.

24 Q. And can you recall what he said?

25 A. He apologized.

1 in order to issue a clean audit report which is  
2 issued into the second year each year, the  
3 auditors wouldn't give a qualified opinion if it  
4 wasn't extended past December of that year. So  
5 each year an extension was requested to keep  
6 pushing it out the following year.

7 Q. The cover letter states that you have  
8 reviewed all the financial information. What is  
9 your role in reviewing financial information?

10 A. Just to participate in providing some  
11 of the information and to make sure that it's  
12 accurate.

13 Q. Has Mr. Lokting ever called you to  
14 discuss matters regarding the loan?

15 A. Just matters with regard to extending  
16 it a year or possibly increasing it.

17 Q. He has discussed matters possibly  
18 increasing it?

19 A. He's mentioned it.

20 Q. Has that ever been sought from the  
21 bank?

22 A. I believe that they have.

23 Q. And do you know what outcome there was?

24 A. I believe that -- originally the loan  
25 was I think ~~a~~ million eight or ~~a~~ million nine and

*Handwritten: 624*  
*Handwritten: 1000000*  
*Handwritten: 1000000*  
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1 it was raised either once or twice. And now, the  
2 limit is ~~\$~~2.9 million. And I believe that they  
3 sought raising it again recently.

4 Q. Do you know if there was any follow-up  
5 to this letter?

6 A. I don't know. It would have had to  
7 have been done in order for the audit report to  
8 have been issued.

9 Q. Is there an activation fee associated  
10 with getting cellular service in the Atlantic  
11 City market?

12 A. Yes, there is.

13 Q. How is the activation fee determined?

14 A. It's a standard rate.

15 Q. Is the activation fee the same in all  
16 the markets?

17 A. Rates are different from market to  
18 market.

19 Q. In all the Comcast markets in that  
20 area, is it the same?

21 A. No, Comcast doesn't have a market in  
22 Atlantic City.

23 Q. But I mean the markets in that general  
24 area?

25 A. Wilmington, I believe that they're

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1 recall?

2 A. I think that he increased it to  
3 somewhere around \$12,000.

4 Q. Not 20,000?

5 A. No, he did not.

6 Q. Was it because of this letter that he  
7 did not seek ~~20,000~~ anymore?

8 A. Not necessarily this letter, but there  
9 was discussion after that.

10 Q. And what was said in those discussions?

11 A. Just consistent with what's in the  
12 letter, that we didn't agree; but, if that's what  
13 he wanted to do, he could do it.

14 Q. Did you discuss this with Mr. Thompson  
15 and Mr. Lokting directly?

16 A. I don't believe that I did.

17 Q. You were saying we discussed this and I  
18 want to make sure I understand who the we is.

19 A. We would be we, myself, Jeff Smith, and  
20 Ellis and David.

21 Q. Are there any offices in Atlantic City  
22 for the Comcast business offices?

23 A. No, there are not.

24 Q. Are there any Ellis Thompson  
25 Corporation business offices in Atlantic City?

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1           A.     There's an Ellis Thompson sales office  
2     in Atlantic City.

3           Q.     So the employees that work for the  
4     Atlantic City system that are in Atlantic City  
5     would only be in the sales office?

6           A.     Say that again.

7           Q.     The only employees that do work for the  
8     Atlantic City system which happen to be in  
9     Atlantic City would be in the sales office?

10          A.     Except for engineers who come in to the  
11     Atlantic City area to do work on this also.

*cellular  
system*

12          Q.     Where is the Atlantic City system  
13     managed from primarily?

14          A.     Primarily from the Wilmington general  
15     office where the general staff is.

16                 MR. GURMAN:   Excuse me, Joe.   In terms  
17     of the employees, you aren't suggesting that  
18     those employees are Ellis Thompson employees?   I  
19     just want to make sure.

20                 MR. WEBER:    No.

21                 MR. GURMAN:   Geographically those --  
22     yeah.   Okay.

23                 BY MR. WEBER:

24           Q.     And the reason I was asking about who  
25     was in Atlantic City, in production we did have

1 does an audit every year.

2 Q. And Deloitte Touche is hired by  
3 Mr. Thompson?

4 A. He approves hiring them. They also do  
5 Comcast work.

6 Q. Do they prepare Mr. Thompson's taxes or  
7 are those prepared by Comcast?

8 A. I'm not sure. It's either by Comcast  
9 or his tax accountant, I'm not sure who does it.

10 MR. WEBER: I have nothing further,  
11 thank you for your time, Ms. Hillman.

12 (Discussion off the record.)

13 EXAMINATION BY COUNSEL FOR  
14 AMERICAN CELLULAR NETWORK CORP.

15 BY MR. GURMAN:

16 Q. When Mr. Weber was asking you about the  
17 switching rate per minute that is charged to the  
18 Atlantic City market, are you aware of any rate  
19 change that might have gone into effect recently?

20 A. ~~Yeah~~<sup>Yes</sup>, there was discussion about  
21 lowering that rate recently. And I believe that  
22 we agreed with Ellis to lower it four and a half,  
23 four cents, something, I'm not sure what the  
24 final outcome was, I haven't seen any final  
25 paperwork on it.

ORIGINAL

1

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

CC DOCKET NO. 94-136

- - - - - X

In re Application of :

ELLIS THOMPSON : File No.

CORPORATION : 14261-CL-P-134-A-86

- - - - - X

Washington, D.C.

Tuesday, April 25, 1995

Deposition of ANNA E. HILLMAN, a  
witness herein, called for examination by counsel  
for Federal Communications Commission in the  
above-entitled matter, pursuant to agreement, the  
witness being duly sworn by JAN A. WILLIAMS, a  
Notary Public in and for the District of  
Columbia, taken at the offices of Gurman, Kurtis,  
Blask & Freedman, Suite 500, 1400 16th Street,  
N.W., Washington, D.C., 20036, at 1:00 p.m.,  
Tuesday, April 25, 1995, and the proceedings  
being taken down by Stenotype by JAN A. WILLIAMS  
and transcribed under her direction.

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## 1 APPEARANCES:

2

3 On behalf of The Wireless Telecommunications  
4 Bureau of the Federal Communications  
5 Commission:

6 JOSEPH PAUL WEBER, ESQ.

7 TERRENCE E. REIDELER, ESQ.

8 The Wireless Telecommunications Bureau  
9 Federal Communications Commission  
10 1919 M Street, N.W., Room 644  
11 Washington, D.C. 20554  
12 (202) 418-1317

13

14 On behalf of Ellis Thompson Corporation:

15 STEVE D. LARSON, ESQ.

16 Stoll, Stoll, Berne, Lokting &  
17 Shlachter, P.C.

18 209 Southwest Oak Street

19 Portland, Oregon 97204

20 (503) 227-1600

21

22

23

24

25

1 APPEARANCES: (Continued)

2  
3 On behalf of American Cellular Network  
4 Corp.:

5 LOUIS GURMAN, ESQ.

6 Gurman, Kurtis, Blask & Freedman

7 Suite 500

8 1400 16th Street, N.W.

9 Washington, D.C. 20036

10 (202) 328-8200

11 and

12 ALLAN S. HOFFMAN, ESQ.

13 Suite 500

14 1400 16th Street, N.W.

15 Washington, D.C. 20036

16 (202) 265-3165

17  
18 On behalf of Telephone & Data Systems, Inc.:

19 HERBERT D. MILLER, JR., ESQ.

20 Koteen & Naftalin

21 1150 Connecticut Avenue

22 Washington, D.C. 20036

23 (202) 467-5700

24  
25 ALSO PRESENT: JEFFREY E. SMITH, ESQ.

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1 C O N T E N T S

2 THE WITNESS EXAMINATION BY COUNSEL FOR  
3 ANNA E. HILLMAN FEDERAL COMMUNICATIONS  
4 COMMISSION

5 By Mr. Weber 5

6 AMERICAN CELLULAR NETWORK

7 By Mr. Gurman 71

8

9 E X H I B I T S

10 HILLMAN EXHIBIT NO. PAGE NO.

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## P R O C E E D I N G S

Whereupon,

ANNA E. HILLMAN,

business address at Comcast Cellular Communications, Inc., 480 Swedesford Road, Wayne, Pennsylvania, 19087, was called as a witness by counsel for Federal Communications Commission, and having been duly sworn by the Notary Public, was examined and testified as follows:

## EXAMINATION BY COUNSEL FOR

## FEDERAL COMMUNICATIONS COMMISSION

BY MR. WEBER:

Q. Could you state your name, please.

A. Anna Hillman.

Q. Have you ever had your deposition taken before?

A. No, I have not.

Q. I'm sure counsel has probably explained to you what we're going to be doing, but I will be asking you questions, I want you to, of course, answer as fully and as truthfully as possible. If you do not know the answer, you should tell me so instead of guessing at the answer. Be sure you answer verbally as the record cannot pick up a nod or a shake of the

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1 head.

2 A. Okay.

3 Q. And, if you don't understand a  
4 question, just ask me to reask it or to explain  
5 further what I'm asking you.

6 A. Okay.

7 Q. Did you do anything to prepare for this  
8 deposition?

9 A. Yes, I did.

10 Q. And what did you do?

11 A. I met with Lou Gurman.

12 Q. Did you review any documents?

13 A. Yes, my -- the correspondence files  
14 that pertain to me.

15 Q. What is your business address?

16 A. 480 East Swedesford Road in Wayne,  
17 Pennsylvania, 19087, it's Comcast Cellular  
18 Communications.

19 Q. And what is your educational  
20 background?

21 A. I have an undergraduate degree in  
22 acting from Villanova University and a master's  
23 in business administration from Villanova.

24 Q. What is your current occupation?

25 A. I am senior vice-president of finance

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1 and administration for Comcast Cellular.

2 Q. And how long have you been in that  
3 position?

4 A. With the current title that I have now,  
5 I guess a year and a half. Prior to that I was  
6 vice-president of finance and administration for  
7 the five previous years.

8 Q. So you've been with Comcast now for  
9 over six years?

10 A. Over six years, it will be seven in  
11 July.

12 Q. What are your duties and  
13 responsibilities?

14 A. I'm responsible for all of the  
15 financial matters in the cellular division for  
16 each of its locations. I'm responsible for the  
17 human resource department and all of its  
18 locations in each of the different areas. I'm  
19 responsible for the MIS department and I'm  
20 responsible for the customer service department.

21 Q. You said MIS department?

22 A. Management information systems.

23 Q. Do you head up each of those four  
24 different groups? You mentioned the financial,  
25 human resources, management information, and

1 customer services.

2 A. Yes, I do.

3 Q. Are there employees in each division  
4 that report to you?

5 A. Yes, there are.

6 Q. How many employees report to you?

7 A. Directly report to me?

8 Q. Directly report to you.

9 A. Six. That's not counting people that  
10 report to them, those are my direct reports.

11 Q. Do you report to anybody?

12 A. Yes, I do.

13 Q. And who do you report to?

14 A. The president of the cellular division,  
15 Don Harris.

16 Q. And how many cellular systems are  
17 within your jurisdiction?

18 A. What do you mean by system?

19 Q. How many operating cellular systems do  
20 you work for?

21 MR. GURMAN: Markets?

22 BY MR. WEBER:

23 Q. Markets, yes.

24 A. Dover, Wilmington, Atlantic City,  
25 Philadelphia -- I was going to give a number. Do

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